

Exhibit D

ARTICLES OF MERGER

EASTERN GAS & WATER INVESTMENT
COMPANY (Pennsylvania)

into

EASTERN GAS & WATER INVESTMENT
COMPANY (Maryland)

In Compliance with the
Pennsylvania Business Corpora-
tion Law (P.L. 364)

SPIRO, FELSTINER & PRAGER
270 MADISON AVENUE
NEW YORK 16, N.Y.

ARTICLES OF MERGER
TO THE DEPARTMENT OF STATE

COMMONWEALTH OF PENNSYLVANIA:
In compliance with the requirements of the "Business Corporation Law", Act of May 5, 1933 (P.L.364) as amended, providing for the merger of corporations, EASTERN GAS & WATER INVESTMENT COMPANY, a corporation of the Commonwealth of Pennsylvania, and EASTERN GAS & WATER INVESTMENT COMPANY, a corporation of the State of Maryland, hereby certify under their respective corporate seals:

1. That the name of the surviving corporation is EASTERN GAS & WATER INVESTMENT COMPANY; its domiciliary state is Maryland; and the location and post-office address of its registered office in the State of Maryland is Snow Hill, Maryland.

2. That at a meeting of the Board of Directors of EASTERN GAS & WATER INVESTMENT COMPANY, held on August 19th, 1958, a resolution was adopted by at least a majority of all the members of said Board, approving a plan of merger of said corporation with EASTERN GAS & WATER INVESTMENT COMPANY (Maryland), setting forth the proposed terms and conditions of said merger, the mode of carrying the same into effect, and the manner and basis of converting the shares of each constituent corporation into the shares of the surviving corporation, and directing that such joint plan of merger be submitted to a vote of the shareholders of EASTERN GAS & WATER INVESTMENT COMPANY (Pennsylvania) entitled to vote thereon, at a meeting to be held on August 30th, 1958.

3. That at a meeting of the shareholders of EASTERN GAS & WATER INVESTMENT COMPANY (Pennsylvania), called to take

action on the proposed joint plan of merger of said corporation with EASTERN GAS & WATER INVESTMENT COMPANY (Maryland) and held on August 30th, 1958, at the registered office of the corporation, upon ten (10) days notice, twenty-nine thousand, four (29,004) shares were voted in favor of the adoption of said joint plan of merger and no shares were voted against the adoption of said joint plan of merger, said affirmative vote representing at least the majority of all outstanding shares entitled to vote thereon. That the aggregate number of shares which the corporation has authority to issue is five hundred thousand (500,000) and that the number of said shares issued and outstanding is thirty thousand, four (30,004).

4. The plan of merger was authorized by EASTERN GAS & WATER INVESTMENT COMPANY in accordance with the laws of the State of MARYLAND in which said corporation was formed.

5. The number of directors of the surviving corporation shall be five (5), which number may be increased or decreased pursuant to the by-laws of the corporation and shall never be less than three (3). The names and addresses of the persons to be the first directors of the surviving corporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
JOHN F. BUNN, JR.,	1508 Walnut St., Philadelphia 2, Pa.
ROBERT M. HASSOLD	1508 Walnut St., Philadelphia 2, Pa.
J. RAYMOND LEEK	1508 Walnut St., Philadelphia 2, Pa.
BARBARA F. LOVELAND	1204 Broad-Locust Bldg., Philadelphia, Pa.
MAURICE L. PEACOCK	Snow Hill, Maryland.

6. The plan of merger is as follows:
 A) The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

Forthwith upon the filing and recording of the agreement as required by law:

(a) Each share of the capital stock of EASTERN GAS & WATER INVESTMENT COMPANY (Pennsylvania) shall be converted into one (1) share of the common stock of the surviving corporation, and each holder of shares of capital stock of said EASTERN GAS & WATER INVESTMENT COMPANY (Pa.), upon the surrender to the surviving corporation, of one or more certificates of such shares for cancellation, shall be entitled to receive one or more certificates for a number of full shares of common stock of the corporation equal to the number of shares represented by the certificate so surrendered for cancellation by such holder.

(b) If, at the time the Agreement of Merger shall become effective, said EASTERN GAS & WATER INVESTMENT COMPANY (Pa.) shall own any of the outstanding shares of capital stock of said company, such shares shall not be transferred, nor shall the beneficial interest thereto pass to the surviving corporation, but such shares of stock shall forthwith be surrendered for cancellation and any shares of stock of the surviving corporation issuable in exchange therefor in accordance with the Agreement shall have the status of authorized but unissued stock of the surviving corporation.

(B) The terms and conditions of the merger are as follows:

(a) Until altered, amended, or repealed, as therein provided, the by-laws of EASTERN GAS & WATER INVESTMENT COMPANY (Maryland), as in effect at the date of this agreement, shall be the by-laws of the surviving corporation.

(b) The first board of directors of the surviving corporation after the date when the merger shall become effective shall be the directors of EASTERN GAS & WATER INVESTMENT COMPANY (Maryland) in office at the date when the agreement becomes effective.

(c) The first annual meeting of the stockholders of the surviving corporation held after the date when the agreement becomes effective shall be the annual meeting provided or to be provided by the by-laws thereof for the year 1959.

(d) The officers of the surviving corporation shall be a president, a vice-president, a secretary, an assistant secretary, a treasurer and an assistant treasurer, and the names and places of residence of the officers of the surviving corporation, who shall hold such offices as are set before their names from and after the date that the agreement shall become effective and until the first meeting of the board of directors to be held thereafter, are as follows:

CONSIDERED THAT ONE (1) SHARE OF THE COMMON STOCK OF THE
 ONE (1) SHARE INVESTMENT COMPANY (INCORPORATED) SHALL BE
 (2) EACH SHARE OF THE COMMON STOCK OF INVESTMENT

RESIDENCE OF EACH SHARE OF THE COMMON STOCK OF INVESTMENT

RESIDENCE OF EACH SHARE OF THE COMMON STOCK OF INVESTMENT

OFFICE	NAMES	RESIDENCES
President	JOHN F. BUNN, JR.	1508 Walnut Street, Philadelphia 2, Pa.
Vice-President	BARBARA F. LOVELAND	1204 Broad-locust Bldg. Philadelphia, Pa.
Assistant Secretary and Assistant Treasurer	ROBERT M. HASSOLD	1508 Walnut Street Philadelphia, 2, Pa.
Secretary	J. RAYMOND LEEK	1508 Walnut Street, Philadelphia 2, Pa.
Treasurer		

(e) The first regular meeting of the board of directors of the surviving corporation to be held after the date when the agreement shall become effective, may be called or may convene in the manner provided in the by-laws of the corporation and may be held at the time and place specified in the notice of the meeting.

(f) The surviving corporation shall pay all expenses of carrying the agreement of merger into effect and of accomplishing the merger.

(g) Upon the date when the agreement shall become effective, the separate existence of EASTERN GAS & WATER INVESTMENT COMPANY (Pa.), party of the second part, shall cease, and the constituent corporations shall be merged into EASTERN GAS & WATER INVESTMENT COMPANY (Maryland), party of the first part, the surviving corporation, in accordance with the provisions of the agreement, which corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this agreement, and all and singular the rights, privileges powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of such corporations shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of EASTERN GAS & WATER INVESTMENT COMPANY (Pa.) party of the second part, shall thenceforth attach to the said surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(h) If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law, or any things, are necessary or desirable to vest in said surviving corporation, according to the terms of the agreement, the title to any property or rights of said EASTERN GAS & WATER INVESTMENT COMPANY (Pa.), the proper officers and directors of said corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of the agreement of merger.

(i) The surviving corporation reserves the right to amend, alter, change, or repeal any provision contained in the agreement of merger which may be contained in the certificate of incorporation of a corporation organized under the General Corporation Law of Maryland, in the manner now or hereafter prescribed by said General Corporation Law, and all rights conferred upon stockholders herein are granted subject to this reservation.

7. That the said surviving corporation designates the Secretary of the Commonwealth of Pennsylvania, and his successor in office, as its true and lawful attorney upon whom all lawful process may be served, in any action or proceeding against it for enforcement against it of any obligation of any constituent domestic corporation or any obligation arising from the merger proceedings or an action or proceeding to determine and enforce the rights of any stockholder under the provisions of Sec. 908 of the "Business Corporation Law", and agrees that service of process upon the Secretary of the Commonwealth shall be of the same legal force and validity as if served on the corporation, and that the authority for such service of process shall continue in force as long as any liability remains outstanding against the corporation in this Commonwealth.

IN TESTIMONY WHEREOF, EASTERN GAS & WATER INVESTMENT COMPANY (Pennsylvania) has caused these Articles of Merger to be signed by its *President* and *Secretary*, and

...to the terms of the agreement...
(1) It is the duty of the incorporator...

COMMONWEALTH OF PENNSYLVANIA,
its corporate seal to be hereunto affixed this 30th day of
August, 1958.

EASTERN GAS & WATER INVESTMENT COMPANY
before me, a notary public in and for the County of Allegheny,
personally appeared By JTB Jr

and RMH the
EASTERN GAS & WATER INVESTMENT COMPANY (Pennsylvania) signed the
(Corp. seal)
corporations stated in and which executed the foregoing Articles

of Merger, who, being severally duly sworn, did depose and say
IN TESTIMONY WHEREOF, EASTERN GAS & WATER INVESTMENT
COMPANY (Maryland) has caused these Articles of Merger to be
signed by its President and Secretary, and
its corporate seal to be hereunto affixed this 30th day of
August, 1958.

EASTERN GAS & WATER INVESTMENT COMPANY
have duly signed, sealed and delivered to me and for the use
and force of the corporation By JTB Jr
and RMH a majority
in interest of the capital stock of the corporation entitled to
vote, and that the names of the said

subscribed therein, are in their proper and respective handwriting
and that the statements therein are true to the best of
the knowledge and belief of each deponent.

sworn and subscribed before me
this 30th day of
August, 1958.
My commission expires...

FOR COLLECTORS BEST TO BE PRESENTED WITHIN 30 DAYS OF

COMMONWEALTH OF PENNSYLVANIA,

COUNTY OF PHILADELPHIA

:SS:

BE IT REMEMBERED that on this 30th day of August, 1958, before me, a notary public in and for the County aforesaid, personally appeared JFB Jr, the Pres, and RMH, the Secretary, of EASTERN GAS & WATER INVESTMENT COMPANY (Pennsylvania) one of the corporations named in and which executed the foregoing Articles of Merger, who, being severally duly sworn, did depose and say that they were personally present at the execution of the foregoing Articles of Merger and saw the common or corporate seal of said EASTERN GAS & WATER INVESTMENT COMPANY affixed thereto; that the seal affixed thereto is the common or corporate seal of the corporation; that the foregoing Articles of Merger were duly signed, sealed and delivered by, as and for the act and deed of the corporation, by the authority and at the direction of the persons and bodies corporate holding a majority in interest of the capital stock of the corporation entitled to vote, and that the names of the said JFB Jr as Pres, and of RMH as Secretary subscribed thereto, are in their proper and respective handwritings and that the statements therein are true to the best of the knowledge and belief of each deponent.

JFB Jr
RMH

Sworn and subscribed before me
this 30th day of
1958.

(Seal)

My commission expires _____

Balance of address

1958, before me, a notary public in and for the County of Philadelphia

BE IT REMEMBERED that on this 30th day of August

COMMONWEALTH OF PENNSYLVANIA

1958:

COMMONWEALTH OF PENNSYLVANIA

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

1958:

BE IT REMEMBERED that on this 30th day of August 1958, before me, a notary public in and for the County aforesaid, personally appeared JFB, the Pres, and RMH, the Secy, of EASTERN GAS & WATER INVESTMENT COMPANY (Maryland) one of the corporations named in and which executed the foregoing Articles of Merger, who, being severally duly sworn, did depose and say that they were personally present at the execution of the foregoing Articles of Merger and saw the common or corporate seal of said EASTERN GAS & WATER INVESTMENT COMPANY affixed thereto; that the seal affixed thereto is the common or corporate seal of the corporation; that the foregoing Articles of Merger were duly signed, sealed and delivered by, as and for the act and deed of the corporation, by the authority and at the direction of the persons and bodies corporate holding a majority in interest of the capital stock of the corporation entitled to vote, and that the names of the said JFB as Pres, and of RMH as Secy, subscribed thereto, are in their proper and respective handwritings and that the statements therein are true to the best of the knowledge and belief of each deponent.

Sworn and subscribed before me
this day of
1958.

(Seal)

My commission expires

SPIRO, FELSTINER & PRAGER

COUNSELORS AT LAW

ABRAHAM I. SPIRO (1874-1943)

WILLIAM FELSTINER
WILLIAM W. PRAGER
CLARENCE R. TREEGER

PHILIP BLOOM

270 MADISON AVENUE
NEW YORK 16, N.Y.

May 12, 1959

Eastern Gas & Water Investment Company,
1204 Broad-Locust Bldg.,
Philadelphia 2, Pa.

Attention of Miss Barbara Loveland.

Dear Miss Loveland:

For your records, I am returning to you herewith the original Articles of Merger, merging Eastern Gas & Water Investment Co., (Penna.) into Eastern Gas & Water Investment Co. (Maryland), which articles were filed with the Maryland State Tax Commission, recorded in Liber F95, folio 369 on September 10, 1958; and recorded with the Clerk of the Circuit Court of Worcester County, Maryland, on March 20, 1959 in Incorporation Record FWH No. 2, folios 455-461.

Please keep this with the records of the company.

Very truly yours,

William W. Prager

WWP:SSB
Encl.

ARTICLES OF MERGER

MERGING

EASTERN GAS & WATER INVESTMENT
COMPANY (Pennsylvania)

INTO

EASTERN GAS & WATER INVESTMENT
COMPANY (Maryland)

State Tax Commission
RECEIVED

TIME MO. DAY YEAR
10:30 AM 9 10 58

\$	BONUS TAX
12	RECORDING FEE
—	CERTIFIED COPIES
\$ 12	TOTAL CASH <input type="checkbox"/> CHECK <input checked="" type="checkbox"/> <i>CARB</i>

9/10

MR. CLERK:
AFTER RECORDING, PLEASE
RETURN TO -
THE CORPORATION TRUST
INCORPORATED
10 LIGHT STREET
BALTIMORE 2, MD.

MR. CLERK:
AFTER RECORDING, PLEASE
RETURN TO -
THE CORPORATION TRUST
INCORPORATED
10 LIGHT STREET
BALTIMORE 2, MD.

ARTICLES OF MERGER

OF

EASTERN GAS & WATER INVESTMENT COMPANY - a Md. Corp. the survivor

AND

EASTERN GAS & WATER INVESTMENT COMPANY - a Pa. Corp.

approved and received for record by the State Tax Commission of Maryland,
 September 10, 1958 at 10:30 o'clock A. M. as in conformity
 with law and ordered recorded.

A 14520

APPROVAL RECORDED IN
 MINUTES — CORPORATE LEDGER

Recorded in Liber *F-95*, folio *369*, one of the Charter Records of the State Tax
 Commission of Maryland.

Bonus tax paid \$ Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Worcester County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
 has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

[Signature]
 Secretary

FILED
 9 9 43 AM '59
 ED III
 FOLIO
 14520
 CLERK OF THE COURT
 DEPUTY

1959 Mar. 20 The foregoing Certificate of Incorporation filed and
 forthwith recorded in Incorporation Record *J. Th. N. No. 2*

Folios 455, 456, 457, 458, 459, 460 & 461

of Read

ARTICLES OF MERGER

MERGING

EASTERN GAS & WATER INVESTMENT COMPANY
(a corporation of the State of
Pennsylvania)

INTO

EASTERN GAS & WATER INVESTMENT COMPANY
(a corporation of the State of Maryland).

FIRST: EASTERN GAS & WATER INVESTMENT COMPANY,
a corporation organized and existing under the laws of the
State of Pennsylvania, and EASTERN GAS & WATER INVESTMENT
COMPANY, a corporation organized and existing under the laws
of the State of Maryland, agree that said EASTERN GAS & WATER
INVESTMENT COMPANY (Pennsylvania) shall be merged into said
EASTERN GAS & WATER INVESTMENT COMPANY (Maryland). The
terms and conditions of the merger and the mode of carrying
the same into effect are as herein set forth in these
articles of merger.

SECOND: EASTERN GAS & WATER INVESTMENT COMPANY,
a corporation organized and existing under the laws of the
State of Maryland, shall survive the merger and shall con-
tinue under the name EASTERN GAS & WATER INVESTMENT COMPANY.

THIRD: The parties to the articles of merger are
EASTERN GAS & WATER INVESTMENT COMPANY, a corporation organ-
ized and existing under the laws of the State of Maryland;
EASTERN GAS & WATER INVESTMENT COMPANY, a corporation incor-
porated on the 17th day of August, 1943, under the Business
Corporation Law of the State of Pennsylvania, as WILKES-BARRE
SUBURBAN WATER SERVICE COMPANY.

FOURTH: The total number of shares of stock of all
classes which said EASTERN GAS & WATER INVESTMENT COMPANY
(Pennsylvania) has authority to issue is Five hundred thousand

(500,000) shares of common stock of the par value of One Dollar (\$1.00) each, of the aggregate par value of Five hundred thousand dollars (\$500,000).

The total number of shares of stock of all classes which said EASTERN GAS & WATER INVESTMENT COMPANY (Maryland) has authority to issue is fifty thousand (50,000) shares of common stock of the par value of One dollar (\$1.00) each, of the aggregate par value of Fifty thousand dollars (\$50,000).

FIFTH: The number of shares of stock of each class of the surviving corporation to be issued for shares of stock of each class of each of the corporations parties to the articles of merger is as follows:

Thirty thousand, four (30,004) common shares of the surviving corporation shall be issued for thirty thousand, four common shares of said EASTERN GAS & WATER INVESTMENT COMPANY (Pennsylvania).

The manner of converting the stock of each of the corporations parties to the articles of merger into stock of the surviving corporation is as follows:

(a) Each share of common stock of said EASTERN GAS & WATER INVESTMENT COMPANY (Pennsylvania) shall be converted into one (1) share of the common stock of the surviving corporation, and each holder of shares of the common stock of said EASTERN GAS & WATER INVESTMENT COMPANY (Pennsylvania) upon the surrender to the corporation of one or more certificates of such shares for cancellation, shall be entitled to receive one or more certificates for the number of shares represented by the certificates so surrendered for cancellation by such holder.

(b) Any shares of EASTERN GAS & WATER INVESTMENT COMPANY (Pennsylvania) which are owned by the surviving corporation shall not be converted, nor shall the beneficial interest thereto pass to the surviving corporation, but such shares of stock shall forthwith be surrendered for cancellation and any shares of stock of the surviving corporation issuable in exchange therefor in accordance with these Articles of Merger shall have the status of authorized but unissued stock of the surviving corporation.

SIXTH: The principal office of said EASTERN GAS & WATER INVESTMENT COMPANY, organized under the laws of the State of Maryland, is located at Snow Hill, in the County of Worcester, State of Maryland.

Said Eastern Gas & Water Investment Company of Maryland and Eastern Gas & Water Investment Company of Pennsylvania own no property in any County of the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

SEVENTH: The articles of merger were (a) duly advised by the board of directors of said EASTERN GAS & WATER INVESTMENT COMPANY (Maryland), by the adoption, on August 19, 1958, of a resolution declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these articles of merger and directing that the proposed articles of merger be submitted for action thereon at a special meeting of the stockholders of said corporation; and (b) duly approved by the stockholders of said corporation in the manner and by the vote required by law at said meeting of the stockholders held on August 30, 1958, by the affirmative vote of the holders of all of each class of stock entitled to vote separately thereon.

EIGHTH: The merger to be effected by these articles of merger was duly advised and authorized and approved by said EASTERN GAS & WATER INVESTMENT COMPANY in the manner and by the vote required by the laws of the State of Pennsylvania and by the charter of the said corporation.

NINTH: The first board of directors of the surviving corporation after the date when the articles of merger shall become effective shall be the directors of EASTERN GAS

& WATER INVESTMENT COMPANY (Maryland) in office at that date.

IN WITNESS WHEREOF, EASTERN GAS & WATER INVESTMENT COMPANY (Pennsylvania) and EASTERN GAS & WATER INVESTMENT COMPANY (Maryland), the corporation parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents or vice-presidents and the respective corporate seals to be hereunto affixed and attested by their respective secretaries or assistant secretaries, all as of the 30th day of August, 1958.

EASTERN GAS & WATER INVESTMENT COMPANY
(Pennsylvania)

By

John F. Bunn, Jr.
~~President or Vice President~~
John F. Bunn, Jr.

Robert M. Hassold
Secretary or Assistant Secretary
Robert M. Hassold

EASTERN GAS & WATER INVESTMENT COMPANY
(Maryland)

By

John F. Bunn, Jr.
~~President or Vice President~~
John F. Bunn, Jr.

Robert M. Hassold
Secretary or Assistant Secretary
Robert M. Hassold


STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA:

I HEREBY CERTIFY THAT on *August 30*, 1958, before me, the subscriber, a notary public of the State of Pennsylvania, in and for the County of Philadelphia aforesaid, personally appeared *John P. Dunn, Jr.*, ~~president or vice-president~~ of EASTERN GAS & WATER INVESTMENT COMPANY, a corporation organized and existing under the laws of Maryland, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation; and at the same time personally appeared ROBERT M. HASSOLD, and made oath in due form of law that he is the secretary of the meeting of the stockholders of the said corporation at which Articles of Merger were approved, and that said Articles of Merger were duly advised by the board of directors and approved by the stockholders of the said corporation in the manner and by the vote stated in the said articles of merger.

WITNESS my hand and notarial seal or stamp, the day and year last above written.

Edith W. Smeltzer
Notary Public
My Commission expires February 11, 1961
Edith W. Smeltzer

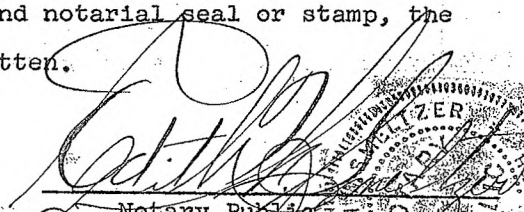


STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA :SS:

I HEREBY CERTIFY that on *August 30*, 1958, before me, the subscriber, a notary public of the State of Pennsylvania, in and for the County of Philadelphia aforesaid, personally appeared *John A. Dunn, Jr.*, president, ~~or vice-president~~ of EASTERN GAS & WATER INVESTMENT COMPANY, a corporation organized and existing under the laws of Pennsylvania, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Merger to be the corporate act of said corporation; and at the same time personally appeared ROBERT M. HASSOLD and made oath in due form of law that he is Secretary of said corporation, and that said articles of merger were duly advised, authorized and approved by said corporation in the manner and by the vote required by the laws of said State of Pennsylvania, and by the charter of said corporation.

WITNESS my hand and notarial seal or stamp, the day and year last above written.


Notary Public*My Commission Expires June 1, 1960*
Edith W. Smeltzer